

UNITED STATES DISTRICT COURT FOR THE
DISTRICT OF DELAWARE

ZF MERITOR LLC and MERITOR
TRANSMISSION CORPORATION

Plaintiffs,

V.

EATON CORPORATION

Defendant.

Civil Action No. 06-623-SLR

DECLARATION OF CHARLES E. ALLEN, JR.

I, Charles E. Allen, Jr., hereby state as follows:

1. I have been employed by ArvinMeritor, Inc. or its predecessors for over 25 years. From 2005 to the present I have served as the National Service Director for ArvinMeritor. From 2004-2005, I worked as Director of Sales and Marketing for Meritor Transmission Corporation, and from 2001 to 2003, as Director of Sales and Engineering for ZF Meritor LLC.

2. I am more than 21 years of age and fully competent to testify to the matters herein. The following statements are based upon my personal knowledge. If called upon to testify as a witness, I can competently testify that to the best of my knowledge and belief the matters set forth herein are true.

3. Plaintiffs and Eaton Corporation sell heavy-duty transmissions to the four original equipment truck manufacturers (“OEMs”) – Freightliner LLC, Volvo Trucks North America, Inc. and Mack Trucks, Inc., Paccar Inc., and International Truck & Engine Corporation.

4. The OEMs sell trucks with ZF Meritor and Eaton transmissions to truck dealerships and large fleets located in all fifty states, including Delaware. Truck dealerships sell trucks they have acquired from the OEMs to fleets and owner operators located in all fifty states, including Delaware.

5. ArvinMeritor has a national field organization ("NAFO") whose employees call upon and visit the OEMs, truck dealerships, and truck fleets across North America, including truck dealerships and truck fleets located in Delaware. Eaton has a field organization that performs a similar function across North America.

6. In visiting with truck dealerships and truck fleets, NAFO personnel encourage them to specify ArvinMeritor's components. NAFO personnel also provide truck dealerships and truck fleets technical assistance and training on ArvinMeritor components at fleet and dealership facilities and other locations. Other NAFO personnel interact with the OEMs at the OEMs' facilities and other locations concerning ArvinMeritor components. Meritor and ZF Meritor used NAFO to perform these same functions for their transmissions. NAFO also markets ZF Friedrichshafen AG's ("ZF") FreedomLine transmission.

7. In December 2006, Meritor will discontinue the manufacture of transmissions in conjunction with its exit from the business. After that date, its only transmission-related activity in Laurinburg will involve final assembly for ZF's FreedomLine transmission. NAFO will continue to service legacy transmissions and FreedomLine transmissions throughout North America, including all 50 states.

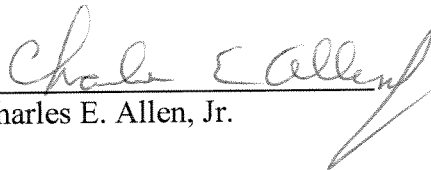
8. Plaintiffs' current and former executives and employees with responsibility for transmission sales, marketing, and strategic planning are located and travel for transmission-related business throughout North America, including

Delaware. To the extent there are current and former executives and employees residing in North Carolina, Plaintiffs can make them available for trial in Delaware.

9. Current and former executives and employees of the four OEMs, truck dealerships, and truck fleets, with transmission responsibilities (such as purchasing and sales) are located throughout North America, including Delaware.

I hereby certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on December 8, 2006.



Charles E. Allen, Jr.